

RECORDATION NO. 19880-A FILED

MAY 27 '98

12-11 PM

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OF COUNSEL
URBAN A. LESTER

May 27, 1998

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are two (2) copies of a Termination of Assignment and Release, dated May 26, 1998, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Non-Recourse Assignment of Lease Schedule, previously filed with the Board under Recordation Number 19880.

The names and addresses of the parties to the enclosed document are:

Assignor: Lease Plan U.S.A., Inc.
180 Interstate North, Suite 400
Atlanta, Georgia 30339

Assignee: MetLife Capital, Limited Partnership
10900 N.E 4th Street, Suite 500
Bellevue, Washington 98004

A description of the railroad equipment covered by the enclosed document is:

Two (2) General Motors 1996 Electro-Motive F59PHI Locomotives,
Vehicle ID# 946543-0001 and 946543-0002

Counterpart - J.A.H.

MAY 27 1998
10:11:17 AM
SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C.

Mr. Vernon A. Williams
May 27, 1998
Page 2

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copy of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "R. Alvord", with a stylized flourish at the end.

Robert W. Alvord

RWA/bg
Enclosures

SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20423-0001

OFFICE OF THE SECRETARY

DATE:5/27/98

ROBERT W. ALVORD
ALVORD AND ALVORD
918 SIXTEENTH STREET, NW., STE. 200
WASHINGTON, DC., 20006-2973

Dear SIR:

The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C. 11301
and 49 CFR 1177.3(c), on 5/27/98 at 12:05PM, 12:10PM and 12:11PM.
assigned recordation number(s). 21436, 21436-A, 21436-B, 21436-C, 21436-D, 21436-E,
21436-F, and 19880-A.

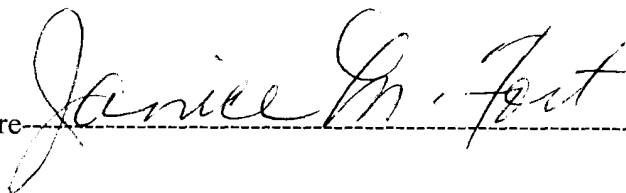
Sincerely Yours,


Vernon A. Williams

Enclosure(s)
208.00

\$-----The amount indicated at the left has been received in payment of a fee in
connection with a document filed on the date shown. This receipt is issued for the amount
paid. In the event of an error or any questions concerning this fee, you will receive a
notification after the Surface Transportation Board has an opportunity to examine your
document.

Signature



MAY 27 '98

12-11 PM

TERMINATION OF ASSIGNMENT AND RELEASE

This Termination of Assignment and Release terminates the Non-Recourse Assignment of Lease Schedule, effective as of December 27, 1995, between MetLife Capital, Limited Partnership, Assignee, and Lease Plan U.S.A., Inc. Assignor, covering the following two locomotives:

Two (2) General Motors 1996 Electro-Motive F59PHI Locomotives, Vehicle ID #946543-0001 and #946543-002

The purpose of this termination is to provide a formal document for filing with the Surface Transportation Board releasing said locomotives from the Assignment and from the Master Lease Agreement, dated October 16, 1995, between Lese Plan U.S.A., Inc. Lessor, and Philip Morris Incorporated, Lessee.

Dated May 26, 1998

METLIFE CAPITAL, LIMITED PARTNERSHIP
MetLife Capital Corporation, General Partner

By: Manuel Montanez
Manuel G. Montanez
Its: Vice President

State of Washington
County of King

On this 26th day of May, 1998, before me personally appeared Manuel G. Montanez to me personally known, who being by me duly sworn, says that he is a Vice President of MetLife Capital Corporation, General Partner of MetLife Capital, Limited Partnership, and that said instrument was signed on behalf of said corporation, by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public Diana M. Egnor

Residing: Bothell, WA

My Commission Expires: May 3, 2002

